

Master Restructuring Agreement

Exhibit 1.24
Assumed Liabilities

Exhibit 1.24

Assumed Liabilities

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Exhibit 1.175
Retained Liabilities

Exhibit 1.175

Retained Liabilities

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Exhibit 1.178
Excluded Saginaw Assets

Exhibit 1.178

Excluded Saginaw Assets

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Exhibit 1.187
Separation Costs

Exhibit 1.187

Separation Costs

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Exhibit 3.01(a)(i)
Outstanding GM Purchase Orders

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Outstanding GM Purchase Orders

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Exhibit 3.01(b)
Recently Awarded Business

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Recently Awarded Business

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Exhibit 3.01(b)(i)

Booked Business Pricing to Be Agreed

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Booked Business Pricing to Be Agreed

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Exhibit 3.02
Contract Extensions

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Contract Extensions

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Exhibit 3.03(a)
Changes in Manufacturing Location

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Changes in Manufacturing Location

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Exhibit 3.07
New Business Awards

Exhibit 3.07

New Business Awards

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Exhibit 3.08(a)
FOP Programs

Exhibit 3.08(a)

FOP Programs

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Exhibit 3.08(b)
First Opportunity Process

Exhibit 3.08(b)

First Opportunity Process

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Exhibit 3.12

Sites That Are on New Business Hold As of September 11, 2008

Exhibit 3.12

Sites That Are on New Business Hold As of September 11, 2008

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Exhibit 3.14
ROLR

Exhibit 3.14

ROLR

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Exhibit 4.01(a)
Form of Monthly Invoice for Excess Labor Costs

EXHIBIT A (i) - Labor Subsidy invoices for the Red Circle Period
 The information contained herein shall not be disclosed to any member of GCI Global Purchasing and Supply Chain
 Note: One such invoice shall be provided for each the Q1, Q2 and Q3 payment in Section 401 B (i)

Q4 2006		Q1 2007		Q2 2007		Q3 2007 (only July and August 2007)	
Labor Cost	Memo: Total US \$ (f'000)	Labor Cost	Memo: Total US \$ (f'000)	Labor Cost	Memo: Total US \$ (f'000)	Labor Cost	Memo: Total US \$ (f'000)
Straight Time							
OT							
Subtotal Wages							
Overtime Premium							
Night Shift Premium							
Healthcare Premium							
Holiday							
Jury Duty							
Employee Leave							
Medical							
Profit Sharing							
Subscription Events							
Performance Bonus							
Subtotal Wage & Related							
Total Wage							
Employee Taxes							
Applicable Workers Compensation							
Total Applicable Taxes Required							
401K Matching							
PAYCO Healthcare							
Tuiting and Legal Guards							
Supplementary Benefits and Services							
Disability Services and Accident							
Administrative Costs - NBC							
Total Benefits							
Item 'Y'							
Item 'Y'							
Additional Agreed Upon Items ^{1,2}							
Total Labor Cost (Printed in Section 401 B (i))							
Labor Subsidy Calculation							
Active Hours							
Times \$26hr							
Total Labor cost @ \$26hr							
Labor Subsidy							
Amount: Cost Not Included							
Signaling Bonus 2003 Contract							
Workers' Compensation (Pba - 2006)							
Other Risk (Paid Upon Items)							
POEM (Traditional and Ongoing)							
Subtotal Legally/Fixed Cost							

¹For costs that are not specific to the sites covered under the subsidy and have additional amounts paid and require the total US labor cost associated with such the item.

²These are one time costs that are a given upon writing to pay the subsidy of Labor cost like the items in the subcontracting Agreement. Such amounts will be reimbursed.

1. Rates are to cover the costs of the work to be performed and the costs of the subcontractor to perform the work.

2. Rates are to cover the costs of the work to be performed and the costs of the subcontractor to perform the work.

3. Rates are to cover the costs of the work to be performed and the costs of the subcontractor to perform the work.

4. Rates are to cover the costs of the work to be performed and the costs of the subcontractor to perform the work.

EXHIBIT 4.01 A (ii) - Actual Labor Subsidy for Ongoing Periods
 The information contained herein shall not be disclosed to any member of GM Global Purchasing and Supply Chain
 NOTE: One such invoice shall be provided on a monthly basis

	Labor Cost (\$/hr)	Memo: Total US 3,4 (\$ 000)	Memo: Total US 3,4 (\$ 000)
Straight Time	-	-	-
COLA (only for Red Circle Period)	xxx	xxx	xxx
Subtotal Wages	-	-	-
Overtime Premium	-	-	-
Night Shift Premium	-	-	-
Independence Week (only for Red Circle Period)	xxx	xxx	xxx
Vacation	-	-	-
Holiday	-	-	-
Jury Duty	-	-	-
Bereavement Leave	-	-	-
Military Leave	-	-	-
Profit Sharing (only for Red Circle Period)	xxx	xxx	xxx
Suggestion Awards	-	-	-
Performance Bonus	-	-	-
Subtotal Wage Related	-	-	-
Total Wage & Related	-	-	-
Employer Taxes	-	-	-
Applicable Worker's Compensation	-	-	-
Total Legally Required	-	-	-
401K Matching	-	-	-
PAYGO Healthcare	-	-	-
Training and Legal Funds (only for Red Circle Period)	xxx	xxx	xxx
Supplemental Unemployment Benefits and Severance	-	-	-
Disability/Sickness and Accident	-	-	-
Administrative Costs - NBC	-	-	-
Active Basic Life Insurance	-	-	-
Total Benefits	-	-	-
Item X ¹	-	-	-
Item Y ¹	-	-	-
Additional Agreed Upon Items ^{1,2}	-	-	-
Total Labor Cost (Included in Subsidy)	-	-	-
Labor Subsidy Calculation	-	-	-
Active Hours	-	-	-
Times \$26/hr	X	26hr	26hr
Total labor cost @ \$26/hr	-	-	-
Labor Subsidy	-	-	-

Memo: Costs Not Included²
 Signing Bonus (2003 Contract)
 Worker's Compensation (Pre - 2006)
 Other Non Agreed Upon Items
 Pension
 OPEB (Traditional and Ongoing)
 Subtotal Legacy/Fixed Cost

¹ For costs that are not specific to the sites covered under the subsidy and have allocation amounts GM shall require the total US labor cost associated with that line item.
² Relates to other labor cost items that the Parties agree upon in writing as per the definition of Labor Cost Line items in the Restructuring Agreement. Such amounts will be itemized.
³ Costs related only to plants included in the labor subsidy
⁴ Includes only existing locations as of emergence unless costs are allocated to additional US sites in the future

EXHIBIT 4.01 A (iv) - Headcount Data

The information contained herein shall
The following detail will be provided for

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EXHIBIT 4.01 A (v) - Facility Sales Data

The information contained herein shall not be disclosed to any member of GM Global Purchasing and Supply Chain

NOTE: Numbers used above are for illustrative purposes only.

Monthly Facility Sales Detail
 \$ millions

	Grand Rapids	Kokomo	Month Actual	Lockport	Rochester	Month Total	Year to Date
GM	8	40	50	41	41	139	1,663
Tier to GM	1	2	5	1	1	9	107
Allied - GM	1	9	6	4	4	19	229
Allied - Non-GM	1	1	2	1	1	4	52
Other (Non-GM)	3	5	0	3	3	10	125
TOTAL	15	56	63	49	49	181	2,176
 Memo: Non-GM	 4	 5	 2	 3	 3	 15	 177
Non-GM as a % of Total Sales	28%	9%	4%	7%	7%	8%	8%
[Non-GM Revenue Limit (Month/YTD)						20	240
 Applicable Labor Reimbursement Percentage	 100%						

NOTE: Delphi will provide monthly sales data as soon as possible, but no later than 10 days following the delivery of monthly invoice (Exhibits 4.01A (i)-(iv)); The Applicable Labor Reimbursement Percentage will only be calculated once a year, in the final invoice for any

Exhibit 4.02(b)

**Form of Monthly Invoice for the Aggregate Amount of the Applicable Cash Burn
Percentage of Production Cash Burn Incurred at all Support Facilities**

Exhibit 4.02(b)

**Form Of Monthly Invoice For The Aggregate Amount Of
The Applicable Cash Burn Percentage Of Production Cash Burn Incurred
At All Support Facilities**

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Exhibit 4.02(i)
Letter from Bill Hurles, of GM, to Jeff Paprocki, of Delphi, dated February 1, 2007

Exhibit 4.02(i)

**Letter From Bill Hurles, Of GM, To Jeff Paprocki,
Of Delphi, Dated February 1, 2007**

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